

RECORDATION NO. 27181 FILED

SEP 28 '07 -11 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 28, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: World Energy Alternatives, LLC
90 Everett Avenue
Chelsea, MA 02150]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

50 tank cars: TILX 251835 – TILX 251884.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on September 28, 2007 by Trinity Rail Leasing Trust II, a Delaware statutory trust (as assignee of TILC (as defined below), the "Lessor").

W I T N E S S E T H:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and World Energy Alternatives, LLC, a Delaware limited liability company (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated January 25, 2006, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Threc (3) to Railroad Car Lease Agreement, effective September 8, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY RAIL LEASING TRUST II

By: 

Name: ERIK MARCHETTO

Title: VICE PRESIDENT

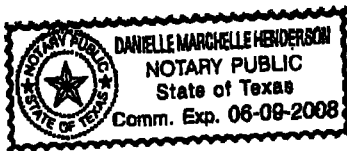
Executed on this 27th day of September, 2007

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of September 2007, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Rail Leasing Trust II, that said instrument was signed on September 27, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Cedar Hill TX

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	D.O.T. Class 111A100W1 insulated and exterior coiled tank cars
Quantity:	Fifty (50)
Road Numbers:	TILX 251835 – TILX 251884

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/28/07



Robert W. Alvord